

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

HUGH JOHN TULLY and PENELOPE CAROL
TULLY, on Behalf of Themselves and All Others
Similarly Situated, : Index No. 08 CV 3652
Plaintiffs, : Hon. Barbara S. Jones
-against- :
THE CHARLES SCHWAB CORPORATION, : **DECLARATION OF STUART
SCHWAB INVESTMENTS, CHARLES SCHWAB
& CO. INC., CHARLES SCHWAB INVESTMENT
MANAGEMENT, INC., CHARLES R. SCHWAB,
EVELYN DILSAVER, RANDALL W. MERK, and
GEORGE PEREIRA,** :
Defendants. :

X

I, STUART C. PLUNKETT, declare as follows:

1. I am an attorney licensed to practice law in the State of California. I am a partner in the law firm of Morrison & Foerster LLP, counsel for defendants in this action. I submit this Declaration in Support of Defendants' Motion to Transfer to the Northern District of California. I make this Declaration based on personal knowledge, except for those matters stated on information and belief. If called as a witness, I would testify to the facts set forth below.

2. This action is one of eight actions that have been filed in federal district courts since March 18, 2008, regarding the Schwab YieldPlus Fund. All of the actions assert identical claims and name substantially identical parties.

3. Five of the actions are pending in the Northern District of California, including the first-filed action (*Labins v. The Charles Schwab Corporation et al.*, Case No. CV-08-01510, which was filed on March 18, 2008, and assigned to the Honorable William Alsup in the San Francisco Division. On April 28, 2008, the other four actions pending in the Northern District of California were related to the *Labins* action and assigned to Judge Alsup: *Hageman v. The Charles Schwab Corporation, et al.*, Case No. CV-08-01733; *Glasgow v. The Charles Schwab Corporation, et al.*, Case No. CV-08-01936; *Flanzraich v. The Charles Schwab Corporation, et al.*, Case No. CV-08-01994; and *Vinayak R. Pai Defined Benefits Pension Plan v. The Charles Schwab Corporation, et al.*, Case No. CV-08-02058.

4. The other two actions were filed in the District of Massachusetts: *Bohl v. The Charles Schwab Corporation et al.*, Case No. CV-08-10593, and *Coleman v. The Charles Schwab Corporation et al.*, Case No. CV-08-10626. Defendants are moving to transfer these cases to the Northern District of California on the same grounds presented in the motion before this Court.

5. On information and belief, based on a review of publicly available information, plaintiffs Hugh John Tully and Penelope Carol Tully reside in Beaufort, South Carolina.

6. All of the individual defendants named in this action live and work in or near San Francisco, California.

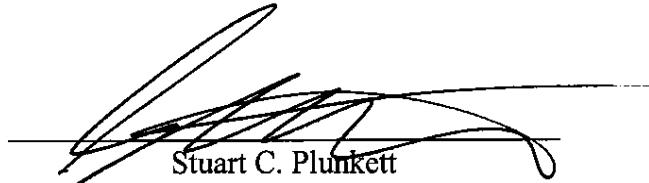
7. In paragraph 13 of the complaint, the plaintiffs allege that "defendants maintain at least ten offices within" the Southern District of New York. These offices are all retail locations that are unrelated to the YieldPlus Fund or to any of the allegations in the complaint. Schwab maintains 300 such retail locations across the country, including in the Northern District of California.

8. Many present and former Schwab employees are, or have been, involved in the management of the fund at some point during the proposed class period. These potential non-party witnesses include fund trustees, managers, analysts, compliance personnel, and the Schwab employees involved in drafting the fund's prospectuses and registrations statements. Nearly all of these witnesses reside in or around San Francisco. I am not aware of any percipient witnesses likely to be deposed in this case who resides in New York.

9. Nearly all of the documents that are relevant to the plaintiffs' claims are located at Schwab's headquarters in San Francisco or with the individual defendants, who reside in or around San Francisco.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on May 13, 2008 in San Francisco, California.



The image shows a handwritten signature in black ink, which appears to be "Stuart C. Plunkett". The signature is fluid and cursive, with a large, stylized initial 'S' and 'C'.

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MANAGEMENT, INC., CHARLES R. SCHWAB,
EVELYN DILSAVER, RANDALL W. MERK,
andGEORGE PEREIRA,

Defendants.

Case No. 08-CV-3652 (BSJ)(MHD)

CERTIFICATE OF SERVICE

I, Matthew M. D'Amore, hereby certify that on Tuesday, May 13, 2008, true and correct copies of the attached documents, in the above captioned proceeding, were served electronically in accordance with the Federal Rules of Civil Procedure and the SDNY Procedures for Electronic Case Filing, upon:

Daniel W. Krasner (*krasner@whafh.com*)
Robert B. Weintraub (*weintraub@whafh.com*)
Wolf Haldenstein Adler Freeman & Herz LLP
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New York, New York 10016

Dated: May 13, 2008
New York, New York

MORRISON & FOERSTER LLP

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